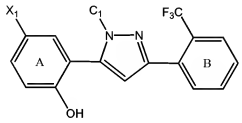
AMENDMENTS

Please replace all prior versions and listings of claims with the amended claims as follows:

IN THE CLAIMS

1-51. (previously canceled)

52. (previously amended) A compound of formula (II):



(II);

or a pharmaceutically acceptable salt thereof, wherein:

C_1 is H~~, aryl, heterocyclic, heteroaryl, aliphatic, C(O)R^2, C(O)R^3, C(O)NH_2, C(O)NH R^2, C(O)NHR^3, C(O)N(R^2)$_2$, C(O)N(R^3)$_2$;~~

X_1 is selected from halo~~, R^2, CF_3, CN, COOH, COOR, C(O)R, C(O)NH_2, C(O)NHR, or C(O)N(R)$_2$;~~

each R is independently R^2 or R^3;

wherein each of ring B, optionally including X_1 and OH, and C_1 optionally comprises up to 4 substituents, and ring A optionally comprises up to 3 substituents, wherein said substituents are independently selected from R^1, R^2, R^3, R^4, or R^5;

R^1 is R^6 or $(CH_2)_n$-Y;

n is 0, 1 or 2;

Y is halo, CN, NO_2, CF_3, CHF_2, CH_2F,

OCF_3, OH, $SCHF_2$, SR^6, $S(O)R^6$, SO_2R^6, NH_2, NHR^6, $N(R^6)_2$, NR^6R^8, COOH, $COOR^6$ or OR^6; or

two R^1 on adjacent ring atoms, taken together, form 1,2-methylenedioxy, 1,2-difluoromethylenedioxy, or 1,2-ethylenedioxy;

R^2 is aliphatic, wherein each R^2 optionally comprises up to 2 substituents independently selected from R^1, R^4, or R^5;

R^3 is a cycloaliphatic, aryl, heterocyclic, or heteroaryl ring optionally comprising up to 3 substituents, independently selected from R^1, R^2, R^4 or R^5;

R^4 is OR^5, OR^6, $OC(O)R^6$, $OC(O)R^5$, $OC(O)OR^6$, $OC(O)OR^5$, $OC(O)N(R^6)_2$, $OC(O)N(R^5)_2$, $OC(O)N(R^6R^5)$, $OP(O)(OR^6)_2$, $OP(O)(OR^5)_2$, $OP(O)(OR^6)(OR^5)$, SR^6, SR^5, $S(O)R^6$, $S(O)R^5$, SO_2R^6, SO_2R^5, $SO_2N(R^6)_2$, $SO_2N(R^5)_2$, $SO_2NR^5R^6$, SO_3R^6, SO_3R^5, $C(O)R^5$, $C(O)OR^5$, $C(O)R^6$, $C(O)OR^6$, $C(O)N(R^6)_2$, $C(O)N(R^5)_2$, $C(O)N(R^5R^6)$, $C(O)N(OR^6)R^6$, $C(O)N(OR^5)R^6$, $C(O)N(OR^6)R^5$, $C(O)N(OR^5)R^5$, $C(NOR^6)R^6$, $C(NOR^6)R^5$, $C(NOR^5)R^6$, $C(NOR^5)R^5$, $N(R^6)_2$, $N(R^5)_2$, $N(R^5R^6)$, $NR^5C(O)R^5$, $NR^6C(O)R^6$, $NR^6C(O)R^5$, $NR^6C(O)OR^6$, $NR^5C(O)OR^6$, $NR^6C(O)OR^5$, $NR^5C(O)OR^5$, $NR^6C(O)N(R^6)_2$, $NR^6C(O)NR^5R^6$, $NR^6C(O)N(R^5)_2$, $NR^5C(O)N(R^6)_2$, $NR^5C(O)NR^5R^6$, $NR^5C(O)N(R^5)_2$, $NR^6SO_2R^6$, $NR^6SO_2R^5$, $NR^5SO_2R^5$, $NR^6SO_2N(R^6)_2$, $NR^6SO_2NR^5R^6$, $NR^6SO_2N(R^5)_2$, $NR^5SO_2NR^5R^6$, $NR^5SO_2N(R^5)_2$, $N(OR^6)R^6$, $N(OR^6)R^5$, $N(OR^5)R^5$, $N(OR^5)R^6$, $P(O)(OR^6)N(R^6)_2$, $P(O)(OR^6)N(R^5R^6)$, $P(O)(OR^6)N(R^5)_2$, $P(O)(OR^5)N(R^5R^6)$, $P(O)(OR^5)N(R^6)_2$, $P(O)(OR^5)N(R^5)_2$, $P(O)(OR^6)_2$, $P(O)(OR^5)_2$, or $P(O)(OR^6)(OR^5)$;

R^5 is a cycloaliphatic, aryl, heterocyclic, or heteroaryl ring optionally optionally comprising up to 3 R^1 substituents;

R^6 is H or aliphatic, wherein R^6 optionally comprises a R^7 substituent;

R^7 is a cycloaliphatic, aryl, heterocyclic, or heteroaryl ring and each R^7 optionally comprising up to 2 substituents independently chosen from H, (C_1-C_6)-straight or branched alkyl, (C_2-C_6) straight or branched alkenyl or alkynyl, 1,2-methylenedioxy, 1,2-ethylenedioxy, or $(CH_2)_n$-Z;

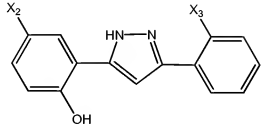
Z is selected from halo, CN, NO_2, CHF_2, CH_2F, CF_3, OCF_3, OH, $SCHF_2$, S-aliphatic, S(O)-aliphatic, SO_2-aliphatic, NH_2, N-aliphatic, N(aliphatic)$_2$, N(aliphatic)R^8, COOH, C(O)O(-aliphatic), or O-aliphatic; and

R^8 is an amino protecting group.

53. (previously canceled)

54. (previously amended) The compound according to claim 53, wherein X_1 is ~~selected from (C1-C4)-aliphatic, or C(O)-NH$_2$~~ F.

55. (previously amended) A compound having formula (III):



(III);

or a pharmaceutically acceptable salt thereof, wherein:

X_2 is selected from halo~~, R^2, CF_3, CN, COOH, $COOR^2$, $COOR^3$, $C(O)R^2$, $C(O)R^3$, $C(O)NH_2$, C(O)NHR, or $C(O)NR^2$~~;

X_3 is selected from H, halo, CF_3, or NO_2;

each R is independently R^2 or R^3;

R^1 is oxo, R^6 or $(CH_2)_n$-Y;

n is 0, 1 or 2;

Y is halo, CN, NO_2, CHF_2, CH_2F, CF_3, OCF_3, OH, $SCHF_2$, SR^6, $S(O)R^6$, SO_2R^6, NH_2, NHR^6, $N(R^6)_2$, NR^6R^8, COOH, $COOR^6$ or OR^6; or

two R^1 on adjacent ring atoms, taken together, form 1,2-methylenedioxy, 1,2-difluoromethylenedioxy, or 1,2-ethylenedioxy;

R^2 is aliphatic, wherein each R^2 optionally comprises up to 2 substituents independently selected from R^1, R^4, or R^5;

R^3 is a cycloaliphatic, aryl, heterocyclic, or heteroaryl ring optionally comprising up to 3 substituents, independently selected from R^1, R^2, R^4 or R^5;

R^4 is OR^5, OR^6, $OC(O)R^6$, $OC(O)R^5$, $OC(O)OR^6$, $OC(O)OR^5$, $OC(O)N(R^6)_2$, $OC(O)N(R^5)_2$, $OC(O)N(R^6R^5)$, $OP(O)(OR^6)_2$, $OP(O)(OR^5)_2$, $OP(O)(OR^6)(OR^5)$, SR^6, SR^5, $S(O)R^6$, $S(O)R^5$, SO_2R^6, SO_2R^5, $SO_2N(R^6)_2$, $SO_2N(R^5)_2$, $SO_2NR^5R^6$, SO_3R^6, SO_3R^5, $C(O)R^5$, $C(O)OR^5$, $C(O)R^6$, $C(O)OR^6$, $C(O)N(R^6)_2$, $C(O)N(R^5)_2$, $C(O)N(R^5R^6)$, $C(O)N(OR^6)R^6$, $C(O)N(OR^5)R^6$, $C(O)N(OR^6)R^5$, $C(O)N(OR^5)R^5$, $C(NOR^6)R^6$, $C(NOR^6)R^5$, $C(NOR^5)R^6$, $C(NOR^5)R^5$, $N(R^6)_2$, $N(R^5)_2$, $N(R^5R^6)$, $NR^5C(O)R^5$, $NR^6C(O)R^6$, $NR^6C(O)R^5$, $NR^6C(O)OR^6$, $NR^5C(O)OR^6$, $NR^6C(O)OR^5$, $NR^5C(O)OR^5$, $NR^6C(O)N(R^6)_2$, $NR^6C(O)NR^5R^6$, $NR^6C(O)N(R^5)_2$, $NR^5C(O)N(R^6)_2$, $NR^5C(O)NR^5R^6$, $NR^5C(O)N(R^5)_2$, $NR^6SO_2R^6$, $NR^6SO_2R^5$, $NR^5SO_2R^5$, $NR^6SO_2N(R^6)_2$, $NR^6SO_2NR^5R^6$, $NR^6SO_2N(R^5)_2$, $NR^5SO_2NR^5R^6$, $NR^5SO_2N(R^5)_2$, $N(OR^6)R^6$, $N(OR^6)R^5$, $N(OR^5)R^5$, $N(OR^5)R^6$, $P(O)(OR^6)N(R^6)_2$, $P(O)(OR^6)N(R^5R^6)$, $P(O)(OR^6)N(R^5)_2$, $P(O)(OR^5)N(R^5R^6)$, $P(O)(OR^5)N(R^6)_2$, $P(O)(OR^5)N(R^5)_2$, $P(O)(OR^6)_2$, $P(O)(OR^5)_2$, or $P(O)(OR^6)(OR^5)$;

R^5 is a cycloaliphatic, aryl, heterocyclic, or heteroaryl ring optionally optionally comprising up to 3 R^1 substituents;

R^6 is H or aliphatic, wherein R^6 optionally comprises a R^7 substituent;

R^7 is a cycloaliphatic, aryl, heterocyclic, or heteroaryl ring and each R^7 optionally comprising up to 2 substituents independently chosen from H, (C_1-C_6)-straight or branched alkyl, (C_2-C_6) straight or branched alkenyl or alkynyl, 1,2-methylenedioxy, 1,2-ethylenedioxy, or $(CH_2)_n$-Z;

Z is selected from halo, CN, NO_2, CHF_2, CH_2F, CF_3, OCF_3, OH, $SCHF_2$, S-aliphatic, S(O)-aliphatic, SO_2-aliphatic, NH_2, N-aliphatic, N(aliphatic)$_2$, N(aliphatic)R^8, COOH, C(O)O(-aliphatic, or O-aliphatic; and

R^8 is an amino protecting group;

provided that:

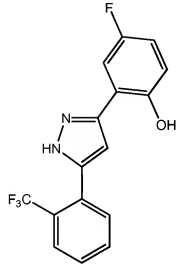
(i) when X_3 is H, then X_2 is not methyl, chloro, or bromo;

(ii) when X_2 is chloro, then X_3 is not fluoro, chloro, or nitro;

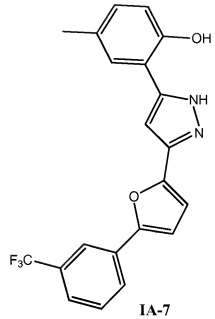
(iii)when X_2 is methyl, then X_3 is not nitro or chloro.

56-82. (previously canceled)

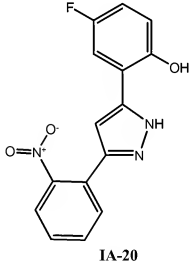
83. (previously amended) A compound selected from ~~IA-6, IA-7, IA-20, IA-26, IA-31, IA-42, IA-50, IA-54, IA-61, IA-64, IA-76, IA-92, IA-95, or IA-107.~~;



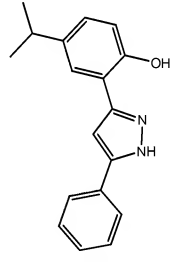
IA-6



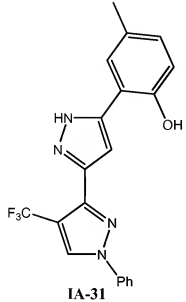
IA-7



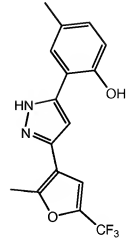
IA-20



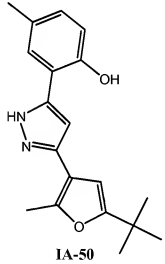
IA-26



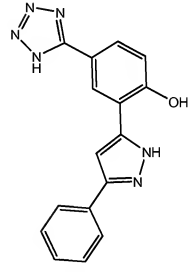
IA-31,



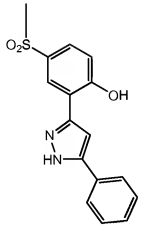
IA-42,



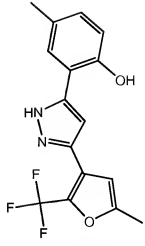
IA-50,



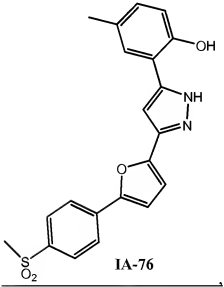
IA-54,



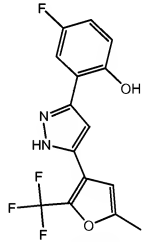
IA-61



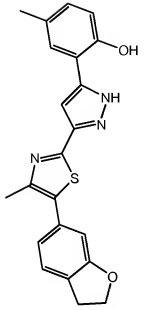
IA-64



IA-76

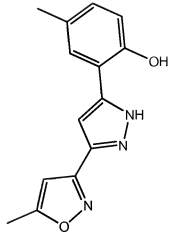


IA-92



IA-95,

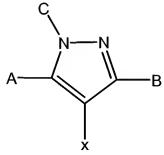
or



IA-107.

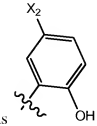
84. (canceled)

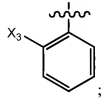
85. (previously presented) A compound of formula (I):



(I)

or a pharmaceutically acceptable salt thereof;
wherein:

A is  ; wherein X_2 is halogen;

B is  ; wherein X_3 is H, halo, CF_3, or NO_2,

C is H;

X is H; and

provided that when X_3 is H, X_2 is not Cl.

86. (previously presented) The compound according to claim 85, wherein said compound has one or more of the features selected from the group:

(a) X_3 is halo, CF_3, or NO_2; and

(b) X_2 is halo.

87. (new) A pharmaceutical composition comprising a compound according to any one of claims 52, 55, 83, 85, and 86, and a pharmaceutically acceptable carrier or adjuvant.